

PUBLIC ANNOUNCEMENT



(Please scan this QR Code to view the Addendum and the RHP)



SAMHI HOTELS LIMITED

Our Company was incorporated as "SAMHI Hotels Private Limited" on December 28, 2010, as a private limited company under the Companies Act, 1956, at New Delhi, with a certificate of incorporation granted by the Registrar of Companies, National Capital Territory of Delhi and Haryana. On the conversion of our Company to a public limited company pursuant to a resolution passed by our shareholders on August 2, 2019, our name was changed to "SAMHI Hotels Limited" and a fresh certificate of incorporation was issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana on August 16, 2019. For details of the change in the registered office of our Company, see "History and Certain Corporate Matters" beginning on page 225 of the red herring prospectus dated September 05, 2023 ("RHP" or "Red Herring Prospectus").

Corporate Identity Number: U55101DL2010PLC211816

Registered Office: Caspia Hotels Delhi, District Centre Crossing, Opposite Galaxy Toyota, Outer Ring Road, Haider Pur, Shalimar Bagh, New Delhi 110 088, India;

Tel: +91 11 3981 3500; **Corporate Office:** 14th floor, Building 10C, Cyber City, Phase II, Gurugram 122 002, Haryana, India; **Tel:** +91 124 4910 100

Contact Person: Sanjay Jain, Senior Director - Corporate Affairs, Company Secretary and Compliance Officer; **Tel:** +91 (124) 4910 100

E-mail: compliance@samhi.co.in; **Website:** www.samhi.co.in

ADDENDUM TO THE RHP DATED SEPTEMBER 5, 2023 (THE "ADDENDUM")

With reference to the Red Herring Prospectus dated September 5, 2023 filed with the RoC, the SEBI and Stock Exchanges, investors should note the following:

1. Our Company has received intimations dated September 6, 2023 and September 8, 2023 from Blue Chandra Pte. Ltd. (i.e., one of the Selling Shareholders) that it has transferred an aggregate of 10,317,460 Equity Shares, representing 8.40% of the pre-Offer paid-up Equity Share capital of our Company ("Sale Shares"), at a price of ₹ 126.00 per Equity Share, as follows:

S. No.	Transferor	Transferee	Date of transfer	Number of Equity Shares Transferred	Percentage of pre-Offer paid-up equity share capital (%)	Total consideration (in ₹ million)
1.		Madhuri Madhusudan Kela	September 6, 2023	2,380,952	1.94%	300.00
2.		Nuvama Crossover Opportunities Fund – Series IIB	September 6, 2023	1,499,754	1.22%	188.97
3.	Blue Chandra Pte. Ltd.	Nuvama Crossover Opportunities Fund – Series III	September 6, 2023	2,311,462	1.88%	291.24
4.	("Blue Chandra")	Nuvama Crossover Opportunities Fund – Series IIIA	September 6, 2023	1,744,340	1.42%	219.79
5.		TIMF Holdings	September 8, 2023	2,380,952	1.94%	300.00
Total				10,317,460	8.40%	1,300.00

2. Please note that the Sale Shares do not form part of the Equity Shares proposed to be offered for sale by Blue Chandra in the Offer for Sale. Further, the Sale Shares shall be subject to lock-in in accordance with Regulation 17 of the SEBI ICDR Regulations, as applicable.

3. As a result of the transfer of the Sale Shares, Blue Chandra's shareholding in our Company has reduced from 37,641,140 Equity Shares, representing 30.65% of the pre-Offer paid-up Equity Share capital of the Company, to 27,323,680 Equity Shares, representing 22.25% of the pre-Offer paid-up Equity Share capital of the Company. Accordingly, the disclosures in relation to the pre-Offer shareholding of Blue Chandra in the sections "Summary of this Red Herring Prospectus" and "Capital Structure" on pages 22 and 101 of the RHP, respectively, stand modified, to the extent applicable.

4. As a result of the transfer of Sale Shares, the disclosures in the section "Capital Structure" on page 101 of the RHP on equity shareholders holding 1% or more of the paid-up Equity Share capital of our Company and the number of Equity Shares held by them stand modified as follows:

S. No.	Shareholder	Number of Equity Shares	Pre-Offer* Percentage of Equity Share capital (%)
1.	ACIC Mauritius I	33,143,887	26.99%
2.	ACIC Mauritius II	4,318,793	3.52%
3.	Blue Chandra Pte. Ltd.	27,323,680	22.25%
4.	Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	17.94%
5.	GTI Capital Alpha Pvt Ltd	13,747,395	11.20%
6.	Sarvara Investment Fund I	8,202,419	6.68%
7.	Madhuri Madhusudan Kela	2,380,952	1.94%
8.	TIMF Holdings	2,380,952	1.94%
9.	Nuvama Crossover Opportunities Fund – Series III	2,311,462	1.88%
10.	Nuvama Crossover Opportunities Fund – Series IIIA	1,744,340	1.42%
11.	Nuvama Crossover Opportunities Fund – Series IIB	1,499,754	1.22%
Total		119,077,326	96.97%

5. As a result of the transfer of the Sale Shares, the total number of shareholders disclosed in the section "Capital Structure" on pages 110 and 111 of the RHP stand modified from 16 to 21 and the number of public shareholders in the table on the shareholding pattern of our Company on page 110 of the RHP stand modified from 16 to 21, as on the date of this Addendum.

6. As a result of the transfer of the Sale Shares, the weighted average cost of acquisition of all Equity Shares transacted in the last one year, eighteen months and three years in the section "Summary of this Red Herring Prospectus" on page 30 of the RHP is updated as follows in the Addendum:

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition**	Range of acquisition price: Lowest Price – Highest Price (in ₹)*
Last one year	208.47	●	126.00 – 238.15
Last eighteen months	208.47	●	126.00 – 238.15
Last three years	208.47	●	126.00 – 238.15

* As certified by Nangia & Co. LLP, Chartered Accountants, by way of their certificate dated September 8, 2023.

** To be updated upon finalization of price band

7. As a result of the transfer of the Sale Shares, the table on the average cost of acquisition of Equity Shares held by the Selling Shareholders in the section "Summary of this Red Herring Prospectus" on page 31 of the RHP stands modified as of the date of this Addendum as below:

Selling Shareholder	Number of Equity Shares acquired	Average cost of acquisition per Equity Share (in ₹)*
Blue Chandra Pte. Ltd.	27,323,680	138.34
Goldman Sachs Investments Holdings (Asia) Limited	22,023,692	208.81
GTI Capital Alpha Pvt. Ltd.	13,747,395	127.94

Pursuant to shareholders resolution dated August 2, 2019 each Equity Share of our Company of face value of ₹10 each was split into 10 equity shares of 1 each.

* As certified by Nangia & Co. LLP, Chartered Accountants by way of their certificate dated September 8, 2023.

8. As a result of the transfer of the Sale Shares, the disclosures in the section "Basis for Offer Price – Justification for Basis for Offer Price" on page 144 of the RHP, in relation to the price per share of our Company based on secondary sale/acquisitions of shares, stand modified as follows:

2. The details of secondary sale / acquisitions of Equity Shares or any convertible securities, where the Selling Shareholders, or Shareholder(s) having the right to nominate director(s) in the board of directors of our Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of transfer	Name of transferor	Name of transferee	Number of Equity Shares acquired	% of paid-up capital (fully diluted prior to transfer)	Total consideration (in ₹ million)	Cost of acquisition per Equity Share (in ₹)
September 6, 2023		Nuvama Crossover Opportunities Fund – Series III	2,311,462	1.88%	291.24	126.00
September 6, 2023	Blue Chandra	Nuvama Crossover Opportunities Fund – Series IIIA	1,744,340	1.42%	219.79	126.00
September 6, 2023	Pte. Ltd.	Nuvama Crossover Opportunities Fund – Series IIB	1,499,754	1.22%	188.97	126.00
September 6, 2023	("Blue Chandra")	Madhuri Madhusudan Kela	2,380,952	1.94%	300.00	126.00
September 8, 2023		TIMF Holdings	2,380,952	1.94%	300.00	126.00
Total			10,317,460	8.40%	1,300.00	

3. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the Selling Shareholders or other Shareholders with rights to nominate directors are disclosed below:

Past transactions	Weighted average cost of acquisition (₹)	Floor Price (₹)*	Cap Price (₹)*
Weighted average cost of acquisition for last 18 months for primary / new issue of shares (equity/ convertible securities), excluding shares issued under shares issued under an employee stock option plan/employee stock option scheme, and issuance of bonus shares, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	228.58	● times	● times
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/ convertible securities), where promoter/ promoter group entities or Selling Shareholders or shareholder(s) having the right to nominate director(s) in the Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of filing of this Red Herring Prospectus, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days	126.00	● times	● times

* To be updated at Prospectus stage

The RHP and all Offer related material shall be read in conjunction with this Addendum. The information in this Addendum supplements and updates the information in the RHP. Relevant changes will be reflected in the price band advertisement and the Prospectus to be filed with the RoC, SEBI and the Stock Exchanges. However, this Addendum does not reflect all the changes that have occurred between the date of filing of the Red Herring Prospectus and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Prospectus. Please note that the information included in the Red Herring Prospectus will be suitably updated, including to the extent stated in this Addendum, as may be applicable, in the Prospectus, as and when filed with the RoC, SEBI and the Stock Exchanges.

All capitalized terms used in this Addendum shall, unless the context otherwise requires, have the same meaning as ascribed in the RHP.

For SAMHI Hotels Limited
On behalf of the Board of Directors
Sd/-

Place : New Delhi
Date : September 8, 2023

Senior Director - Corporate Affairs, Company Secretary and Compliance Officer

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE OFFER
JM Financial Limited 7 th Floor, Cnergy, Appasaheb Marathe Marg Prabhadevi, Mumbai 400 025 Maharashtra, India Telephone: +91 22 6630 3030 E-mail: samhi.hotels@jmf.com Investor Grievance E-mail: grievance.ibd@jmf.com Website: www.jmf.com Contact person: Prachee Dhuree SEBI Registration: INM000010361	Kotak Mahindra Capital Company Limited 1 st Floor, 27 BKC, Plot No. C – 27, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 Maharashtra, India Telephone: +91 22 4336 0000 E-mail: samhi.ipo@kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Website: https://investmentbank.kotak.com/ Contact Person: Ganesh Rane SEBI Registration No.: INM000008704	KFin Technologies Limited (formerly known as KFin Technologies Private Limited) Selenium, Tower-B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Hyderabad, Rangareddy 500 032 Telangana, India Telephone: +91 40 6716 2222 E-mail: samhihotels.ipo@kfintech.com Website: www.kfintech.com Investor Grievance E-mail: einward.ris@kfintech.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000002221

SAMHI HOTELS LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offer of its Equity Shares and has filed the RHP dated September 5, 2023 with the RoC. The RHP is available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e., BSE at www.bseindia.com and NSE at www.nseindia.com and is available on the websites of the BRLMs, i.e. JM Financial Limited at www.jmf.com and Kotak Mahindra Capital Company Limited at https://investmentbank.kotak.com/. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, please see the section titled "Risk Factors" beginning on page 32 of the RHP.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made. There will be no offering of the Equity Shares in the United States.